

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

JASON HUGHES, INDIVIDUALLY AND ON
BEHALF OF ALL OTHERS SIMILARLY SITUATED,

Plaintiffs,

vs.

HURON CONSULTING GROUP INC., GARY E.
HOLDREN, GARY L. BURGE AND WAYNE LIPSKI,

Defendants.

09-CV-04734

Judge Elaine E. Bucklo

DECLARATION OF J. WES EARNHARDT

I, J. WES EARNHARDT, hereby declare the following under the penalty of perjury:

1. I am an associate at Cravath, Swaine & Moore LLP and counsel to defendant Huron Consulting Group Inc. ("Huron") in the above-captioned matter. I respectfully submit this declaration in support of Defendants' Motion to Dismiss the Consolidated Class Action Complaint.
2. Attached as Exhibit A is a true and correct copy of the Huron Amended Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K/A), filed with the Securities and Exchange Commission ("SEC") on August 17, 2009.
3. Attached as Exhibit B is a true and correct copy of the Huron Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 8-K), filed with the SEC on July 31, 2009 ("7/31/09 8-K"), and a true and correct copy of Huron's July 31, 2009 press release, filed as Exhibit 99.1 to the 7/31/09 8-K.

4. Attached as Exhibit C is a true and correct copy of the Huron Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 8-K), filed with the SEC on November 5, 2009.

5. Attached as Exhibit D is a true and correct copy of excerpts from the Huron Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-Q), filed with the SEC on November 5, 2009 ("11/5/09 10-Q"), and a true and correct copy of the July 30, 2009, Letter Agreement between Huron Consulting Group Holdings LLC and the Trustees and Beneficiaries of the Wellspring Partners Trust, which Huron filed as Exhibit 2.2 to the 11/5/09 10-Q.

6. Attached as Exhibit E is a true and correct copy of excerpts from the CRA International, Inc. Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the SEC on February 12, 2009.

7. Attached as Exhibit F is a true and correct copy of excerpts from the FTI Consulting, Inc. Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the SEC on March 2, 2009.

8. Attached as Exhibit G is a true and correct copy of the FTI Consulting, Inc. Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 8-K), filed with the SEC on August 10, 2009.

9. Attached as Exhibit H is a true and correct copy of the CRA International, Inc. Current Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 8-K), filed with the SEC on August 14, 2009.

10. Attached as Exhibit I is a true and correct copy of excerpts from the CRA International, Inc. Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-Q), filed with the SEC on October 14, 2009.

11. Attached as Exhibit J is a true and correct copy of excerpts from the Joe's Jeans Inc. Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the SEC on April 30, 2009.

12. Attached as Exhibit K is a true and correct copy of excerpts from the MRV Communications, Inc. Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the SEC on October 8, 2009.

13. Attached as Exhibit L is a true and correct copy of Emerging Issues Task Force Issue 95-8: Accounting for Contingent Consideration Paid to the Shareholders of an Acquired Enterprise in a Purchase Business Combination.

14. Attached as Exhibit M is a true and correct copy of the December 11, 2003, speech by Chad A. Kokenge at the 2003 Thirty-First AICPA National Conference on Current SEC Developments. Mr. Kokenge's speech is also available at the SEC's website at: <http://www.sec.gov/news/speech/spch121103cak.htm>.

15. Attached as Exhibit N is a true and correct copy of the November 24, 2008, Letter from Mark Kronforst, SEC Accounting Branch Chief, to Ronald J. Fior, Chief Financial Officer and Senior Vice President of Callidus Software, Inc.

16. Attached as Exhibit O is a true and correct copy of the December 5, 2008, Letter from Ronald J. Fior, Chief Financial Officer and Senior Vice President, Finance and Operations of Callidus Software, Inc. to Mark Kronforst, SEC Accounting Branch Chief.

17. Attached as Exhibit P is a true and correct copy of excerpts from the Callidus Software Inc. Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the SEC on March 12, 2009.

18. Attached as Exhibit Q is a true and correct copy of excerpts from the Epic Energy Resources, Inc. Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the SEC on March 27, 2009.

19. Attached as Exhibit R is a true and correct copy of excerpts from Statement of Financial Accounting Standards No. 141(R) entitled "Business Combinations".

20. Attached as Exhibit S is a true and correct copy of the Amended and Restated Senior Management Agreement By and Between Huron Consulting Group Inc. and Gary L. Burge (which Huron filed as Exhibit 10.15 to its Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the SEC on February 24, 2009 ("2/24/09 10-K")).

21. Attached as Exhibit T is a true and correct copy of the Amended and Restated Senior Management Agreement By and Between Huron Consulting Group Inc. and Gary E. Holdren (which Huron filed as Exhibit 10.13 to the 2/24/09 10-K).

22. Attached as Exhibit U is a true and correct copy of excerpts from the Huron Prospectus filed with the SEC on October 13, 2004, and a true and correct copy of excerpts from the Huron Prospectus filed with the SEC on February 3, 2006.

23. Attached as Exhibit V is a true and correct copy of the Schedule 13D filed by Gary E. Holdren with the SEC on February 8, 2006.

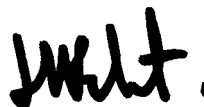
24. Attached as Exhibit W are true and correct copies of the Statements of Changes in Beneficial Ownership of Securities (Forms 4) filed on behalf of

Gary E. Holdren with the SEC on the following dates: July 5, 2006; January 31, 2007; March 1, 2007; March 5, 2007; March 7, 2007; March 4, 2008; July 16, 2008; August 4, 2008; September 4, 2008; October 2, 2008; October 14, 2008; November 5, 2008; December 2, 2008; January 5, 2009; February 4, 2009; March 3, 2009; June 15, 2009; and July 2, 2009. For the convenience of the Court, we have added page numbers to the Forms 4 in Exhibit W.

25. Attached as Exhibit X is a true and correct copy of excerpts from the Huron Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K), filed with the Securities and Exchange Commission ("SEC") on February 23, 2010.

26. Attached as Exhibit Y are true and correct copies of the Statements of Changes in Beneficial Ownership of Securities (Forms 4) filed on behalf of Gary L. Burge with the SEC on the following dates: June 13, 2006; July 3, 2008; October 14, 2008; and July 2, 2009. For the convenience of the Court, we have added page numbers to the Forms 4 in Exhibit Y.

Executed on March 29, 2010



J. Wes Earnhardt